



# GFL LIMITED

Registered office: 7<sup>th</sup> Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai – 400 018  
CIN: L65100MH1987PLC374824 • Tel. No.: +91- 22 4032 3851 • Fax No.: +91- 22 4032 3191  
Website: [www.gflimited.co.in](http://www.gflimited.co.in) • Email ID: [contact@gflimited.co.in](mailto:contact@gflimited.co.in)

17<sup>th</sup> July, 2024

To,

<b>The Secretary BSE Limited</b> P J Towers, Dalal Street, Mumbai – 400 001  <b>BSE Scrip Code:</b> 500173 <b>Through:</b> BSE Listing Centre	<b>The Secretary National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051  <b>NSE Symbol:</b> GFL LIMITED <b>Through:</b> Neaps
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**Sub.:** Declaration of Voting Results in respect of Resolution passed through Postal Ballot- Notice dated 29<sup>th</sup> May, 2024.

**Ref.:** Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Dear Sir,

This is further to our letter dated 14<sup>th</sup> June, 2024, submitting Postal Ballot Notice for seeking approval of the members of the Company by the way of Special Resolution for re-appointment of Mr. Devendra Kumar Jain (DIN 00029782) as the Chairman and Managing Director of the Company for the tenure of 5 (five) years w.e.f 1<sup>st</sup> August 2024 to 31<sup>st</sup> July, 2029.

In respect of above, the Remote e-voting period was commenced on Monday, 17<sup>th</sup> June, 2024 at 9.00 a.m. (IST) and ended on Tuesday, 16<sup>th</sup> July, 2024 at 5.00 p.m. (IST).

The resolution placed through Postal Ballot Notice was passed by the Members with the requisite majority and deemed as passed on the last date of e-voting i.e Tuesday, 16<sup>th</sup> July, 2024.

In this regard, we hereby enclose herewith the following:

Voting results of the postal ballot pursuant to Regulation 44 of the Listing Regulations	Annexure 1
The Scrutinizer Report dated 17 <sup>th</sup> July, 2024 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014	Annexure 2

The above Voting Results will also be available on the website of the Company [www.gflimited.co.in](http://www.gflimited.co.in) and website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

You are requested to take the same on record.

Yours faithfully,

For **GFL Limited**

Vineesh Vijayan Thazhumpal  
**Company Secretary and Compliance Officer**  
**Membership No. A63683**

**Encl.: as above**



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### **ANNEXURE 1**

<b>Date of AGM/ EGM</b>	Not applicable (Resolution passed through Postal Ballot on Tuesday, 16 <sup>th</sup> July, 2024)
<b>Cut-off Date</b>	07 <sup>th</sup> June, 2024
<b>Total No. of Shareholders on Cut-off Date</b>	29,703
<b>No of Shareholder present in the meeting either in person or proxy:</b> - Promoter and Promoters group - Public	Not Applicable (Resolution passed through Postal Ballot)
<b>No of shareholders attending through video conferencing</b> - Promoter and Promoters group - Public	Not Applicable (Resolution passed through Postal Ballot)
<b>No. of resolution passed in the meeting</b>	1



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Resolution No.1									
Resolution Required : (Special)			To approve re-appointment of Mr. Devendra Kumar Jain (DIN 00029782) as the Chairman and Managing Director of the Company for the tenure of 5 (five) years w.e.f 1 <sup>st</sup> August 2024 to 31 <sup>st</sup> July, 2029						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	75492611	75492611	100.0000	75492611	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>75492611</b>	<b>100.0000</b>	<b>75492611</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting	2501077	2290409	91.5769	2290409	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>2290409</b>	<b>91.5769</b>	<b>2290409</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Non Institutions	E-Voting	31856312	1034530	3.2475	1030975	3555	99.6564	0.3436	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>1034530</b>	<b>3.2475</b>	<b>1030975</b>	<b>3555</b>	<b>99.6564</b>	<b>0.3436</b>	
<b>Total</b>		<b>109850000</b>	<b>78817550</b>	<b>71.7502</b>	<b>78813995</b>	<b>3555</b>	<b>99.9955</b>	<b>0.0045</b>	
							Whether Resolution is Pass or not		Yes



# DHRUMIL M. SHAH & CO. LLP

Practising Company Secretaries

Ref: 749/2024-25

## SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
GFL LIMITED  
CIN: L65100MH1987PLC374824  
7<sup>th</sup> Floor, Ceejay House,  
Dr. Annie Besant Road,  
Worli, Mumbai 400018

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot through Electronic Voting process in respect of passing of the resolution set-out in the postal ballot notice dated May 29, 2024.**

I, Dhrumil M. Shah, Partner of Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of GFL Limited (hereinafter called as "the Company"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolution contained in the postal ballot notice dated May 29, 2024 ("Notice") issued in accordance with the Act and Rules read with General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being No. 09/2023 dated September 25, 2023 ("MCA Circulars") applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI")

The management of the Company is responsible to ensure compliance with the requirements of:

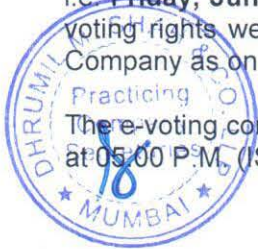
- (i) the Act and the Rules made thereunder;
- (ii) the MCA Circulars; and
- (iii) the Listing Regulations

The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice. My report is based on verification of data and reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the service provider engaged by the Company to provide e-voting facility to its members.

The Members of the Company holding shares as on the "cut-off" date as set out in the Notice i.e. **Friday, June 07, 2024** were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

The e-voting commenced at 09.00 A.M. (IST) on Monday, June 17, 2024 onwards and concluded at 05.00 P.M. (IST) on Tuesday, July 16, 2024.





The votes cast during the e-voting were unblocked on Tuesday, July 16, 2024 at 5.02 PM after the conclusion of e-voting period for Postal Ballot in the presence of two witnesses who are not in the employment of the Company.

Votes cast by the Members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the Company i.e. Link Intime India Private Limited.

I now submit herewith the Scrutinizer's Report on the results of the e-voting for postal ballot, based on the report generated by CDSL in respect of the following resolution as under:

**SPECIAL BUSINESS:**

**SPECIAL RESOLUTION**

**To approve re-appointment of Mr. Devendra Kumar Jain (DIN 00029782) as the Chairman and Managing Director of the Company for the tenure of 5 (five) years w.e.f 1<sup>st</sup> August 2024 to 31<sup>st</sup> July, 2029**

**To consider and, if thought fit, to pass, the following resolution as a Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 (“the Act”) and such other applicable provisions, if any, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule V to the Companies Act, 2013 and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , approval of the Members be and is hereby accorded, for the re-appointment of Mr. Devendra Kumar Jain (DIN: 00029782) as the Chairman and Managing Director of the Company, for a period of five years with effect from 1<sup>st</sup> August, 2024 to 31<sup>st</sup> July, 2029 without Remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment /remuneration accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Devendra Kumar Jain.

**RESOLVED FURTHER THAT** Mr. Devendra Kumar Jain would be entitled to the Company car with driver, telephone facility, furnished Company owned or leased furnished accommodation with all facilities, other perquisites including medical expenses reimbursement and leave travel concession as per the rules of the Company. Use of Car and telephone for the Company's business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Rules, 1961.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, Mr. Dhiren Asher, Chief Financial Officer or the Company Secretary of the Company be and are hereby authorized to do all things, deeds, acts and matters and take all matter and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”



	Number of Members	Number of valid votes cast	% of total number of valid votes cast
	116	7,88,13,995	99.9955%

ii. Voting “against” the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
15	3555	0.0045%

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0

Based on the above e-voting results on the aforesaid resolution you may declare the results of e-voting.

All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and thereafter, the same shall be handed over to the Company Secretary for safe keeping.



For Dhrumil M. Shah & Co. LLP  
Practising Company Secretaries  
ICSI URN: L2023MH013400  
PRN: 3147/2023

Dhrumil M. Shah  
Partner  
FCS 8021 | CP 8978  
UDIN: F008021F000757101

Place : Mumbai  
Date : July 17, 2024

We, the undersigned, have witnessed that the results of postal ballot through e-voting were unblocked and downloaded from the CDSL e-voting service provider's platform in our presence on Tuesday, July 16, 2024 at 05.02 P.M.

Dhiraj Palav

Sakshi Faganiya

Countersigned by  
For GFL Limited

Vineesh Vijayan Thazhumpal  
Company Secretary  
Membership No. A63683